

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

|  |   |                         |
|--|---|-------------------------|
|  | ) |                         |
| In re:   | ) | Chapter 11              |
|  | ) |                         |
| SEARS HOLDINGS CORPORATION, <i>et al.</i> , <sup>1</sup> | ) | Case No. 18-23538 (RDD) |
|  | ) |                         |
| Debtors.   | ) | (Jointly Administered)  |
|  | ) |                         |

**SUMMARY OF FIRST INTERIM FEE APPLICATION OF PRIME CLERK LLC,  
AS ADMINISTRATIVE AGENT TO THE DEBTORS, FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
FROM THE COMMENCEMENT DATE THROUGH FEBRUARY 28, 2019**

|  |   |
|--|---|
| Name of Applicant:   | Prime Clerk LLC   |
| Authorized to Provide Services as:                                 | Administrative Agent  |
| Date of Retention:   | November 19, 2018 <i>nunc pro tunc</i> to October 15, 2018                    |
| Period for which compensation and reimbursement is sought:         | October 15, 2018 through February 28, 2019<br>( <b>“Interim Fee Period”</b> ) |
| Amount of Compensation Sought as Actual, Reasonable and Necessary: | \$981.75  |

<sup>1</sup>The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Amount of Expense Reimbursement Sought: \$0.00

**Total Amount of Fees and Expense Reimbursement  
Sought as Actual, Reasonable and Necessary \$981.75**

This is an: \_\_\_\_\_ monthly  X  interim \_\_\_\_\_ final application.

**Prior Interim Fee Applications**

This is the applicant's first interim fee application.

**Prior Monthly Fee Statements Filed During the Interim Fee Period**

| Date Filed;<br>Docket No.      | Period<br>Covered                              | Requested         |               | Paid or to be Paid |               | Holdback<br>(20%) |
|--------------------------------|--|-------------------|---------------|--------------------|---------------|-------------------|
|                                |  | Fees              | Expenses      | Fees               | Expenses      |                   |
| 4/15/19;<br>Docket No.<br>3193 | 10/15/18 –<br>11/30/18;<br>2/1/19 –<br>3/31/19 | \$6,493.55        | \$0.00        | TBD <sup>2</sup>   | \$0.00        | \$1,298.71        |
| <b>Total:</b>                  |  | <b>\$6,493.55</b> | <b>\$0.00</b> | <b>TBD</b>         | <b>\$0.00</b> | <b>\$1,298.71</b> |

**Summary of Hours Billed by Prime Clerk Employees During the Interim Fee Period**

| Prime Clerk Employee | Position of the<br>Applicant | Total<br>Hours | Hourly<br>Rate  | Total Fees Requested          |
|----------------------|------------------------------|----------------|-----------------|-------------------------------|
| Daloia, James F      | Director of Solicitation     | 0.20           | \$240.00        | \$48.00                       |
| Brown, Mark M        | Solicitation Consultant      | 0.50           | \$215.00        | \$107.50                      |
| Labissiere, Pierre   | Solicitation Consultant      | 2.00           | \$215.00        | \$430.00                      |
| Loneragan, Senan L   | Solicitation Consultant      | 0.80           | \$215.00        | \$172.00                      |
| Vyskocil, Ryan J     | Solicitation Consultant      | 3.00           | \$215.00        | \$645.00                      |
| <b>TOTAL</b>         |                              | <b>6.50</b>    |                 | <b>\$1,402.50<sup>3</sup></b> |
|                      | <b>BLENDED RATE</b>          |                | <b>\$215.77</b> |                               |

**Summary of Hours Billed by Subject Matter During the Interim Fee Period**

| Matter Description             | Total Hours | Total Fees<br>Requested       |
|--------------------------------|-------------|-------------------------------|
| Call Center / Creditor Inquiry | 0.20        | \$48.00                       |
| Solicitation                   | 6.30        | \$1,354.50                    |
| <b>TOTAL</b>                   | <b>6.50</b> | <b>\$1,402.50<sup>4</sup></b> |

<sup>2</sup> The objection deadline with respect to the Monthly Fee Statement filed at Docket No. 3193 is March 30, 2019 at 4:00 p.m. (ET).

<sup>3, 4</sup> This amount has been discounted to \$981.75 in accordance with the terms of Prime Clerk's retention. Taking into account this discount, the blended hourly rate is \$151.04.

**Summary of Expenses Incurred During the Interim Fee Period**

| Description   | Total Expenses Requested |
|---------------|--------------------------|
| N/A           | N/A                      |
| <b>Total:</b> | <b>N/A</b>               |

*[Remainder of page intentionally left blank]*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

|  |   |                         |
|--|---|-------------------------|
| In re:   | ) | Chapter 11              |
| SEARS HOLDINGS CORPORATION, <i>et al.</i> , <sup>1</sup> | ) | Case No. 18-23538 (RDD) |
| Debtors.   | ) | (Jointly Administered)  |

**FIRST INTERIM FEE APPLICATION OF PRIME CLERK LLC,  
AS ADMINISTRATIVE AGENT TO THE DEBTORS, FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
FROM THE COMMENCEMENT DATE THROUGH FEBRUARY 28, 2019**

Prime Clerk LLC (“**Prime Clerk**”), administrative agent to Sears Holdings Corporation and certain of its affiliates as debtors and debtors in possession (collectively, the “**Debtors**”), files this first interim fee application (the “**Application**”), pursuant to sections 327, 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Local Rules (the “**Local Bankruptcy Rules**”) of the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) and the *Order Authorizing Procedures for Interim Compensation and*

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<sup>1</sup>The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

*Reimbursement of Expenses of Professionals* [Docket No. 796] (the “**Compensation Order**”), for payment of compensation for professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred in connection with such services for the interim period from the Commencement Date (as defined below) through February 28, 2019 (the “**Interim Fee Period**”). In support of the Application, Prime Clerk respectfully represents as follows:

### **Jurisdiction**

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the Amended Standing Order Reference of the United States District Court for the Southern District of New York, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The predicates for the relief requested herein are sections 327, 330 and 331 of the Bankruptcy code, Bankruptcy Rule 2016, Local Bankruptcy Rule 2016-1 and the Compensation Order.

### **Background**

3. On October 15, 2018 (the “**Commencement Date**”), each of the Debtors filed a voluntary petition with the Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On October 16, 2018, this Court entered an order jointly administering these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). An official committee of unsecured creditors was appointed in these chapter 11 cases on October 24, 2018. On January 3, 2019, the United States Trustee for the Southern District of New York filed a motion requesting the appointment of an independent fee examiner [Docket No. 1470], which motion is still pending before the Court.

**Retention of Prime Clerk**

4. On November 19, 2018, the Court entered the *Order Pursuant to 11 U.S.C. § 327(a), Bankruptcy Rules 2014(a) and 2016(a), and Local Rules 2014-1 and 2016-1 Authorizing Retention and Employment of Prime Clerk LLC as Administrative Agent for the Debtors Nunc Pro Tunc to the Commencement Date* [Docket No. 812], which authorized the Debtors to employ and retain Prime Clerk as administrative agent *nunc pro tunc* to the Commencement Date in these chapter 11 cases.

**Relief Requested**

5. By this Application, Prime Clerk seeks allowance on an interim basis of compensation for professional services rendered to the Debtors during the Interim Fee Period in the aggregate amount of \$981.75 and for reimbursement of actual and necessary expenses incurred in connection with the rendering of such services in the aggregate amount of \$0.00, for a total aggregate amount of \$981.75. Itemized invoices for the Interim Fee Period are attached hereto as **Exhibit A**.

**Monthly Compensation**

6. Pursuant to the Compensation Order, Prime Clerk has previously submitted a description of the hours it spent rendering services to the Debtors during the Interim Fee Period and a request for allowance and payment of fees and expenses related to such services in its *Combined Monthly Fee Statement of Prime Clerk LLC, as Administrative Agent to the Debtors, for the Periods from (i) October 15, 2018 through November 30, 2018 and (ii) February 1, 2019 through March 31, 2019* [Docket No. 3193] (the “**Monthly Fee Statement**”). As of the date hereof, Prime Clerk has not received any payments on account of the Monthly Fee Statement.

7. All services for which compensation has been requested by Prime Clerk during the Interim Fee Period were performed for or on behalf of the Debtors. The fees and disbursements sought by this Application do not include any fees or disbursements that have been sought for services provided by Prime Clerk under the Notice and Claims Agent Retention Order<sup>2</sup>, which provides for separate procedures for the payment of such fees and disbursements. Similarly, no fees or disbursements for services provided to the Debtors under the Notice and Claims Agent Retention Order has been sought by the Monthly Fee Statements or is being sought hereby.

8. Lastly, except to the extent of the advance paid to Prime Clerk (as described in the Prime Clerk LLC Engagement Letter Between Prime Clerk and the Debtors) and payment of the fees and disbursements sought in the Monthly Fee Statements, Prime Clerk has neither sought nor received any payment or promises for payment from any source during the Interim Fee Period in connection with the matters described in this Application. Also, there is no agreement or understanding between Prime Clerk and any other person, other than the affiliates, partners, managers, directors and employees of Prime Clerk, for sharing of the compensation to be received for services rendered to the Debtors in these chapter 11 cases.

#### **Summary of Professional Services Rendered**

9. The professional services that Prime Clerk rendered during the Interim Fee Period are grouped by subject matter and summarized as follows:

- **Call Center / Credit Inquiry**

Fees: \$48.00; Hours: 0.20

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<sup>2</sup> The Notice and Claims Agent Retention Order is that certain *Order Pursuant to 11 U.S.C. § 105(a), 28 U.S.C. § 156(c), and Local Rule 5075-1 Appointing Prime Clerk LLC as Claims and Noticing Agent for the Debtors*, entered by the Court on October 16, 2018 [Docket No. 113].

Call Center / Credit Inquiry services provided included reviewing and responding to inquiries from the Debtors' bond holders related to the plan solicitation process and the payment of interest on such securities.

- **Solicitation**

Fees: \$1,354.50; Hours: 6.30

Solicitation services provided included: (i) researching the Debtors' public securities to determine holders thereof for purposes of solicitation; (ii) responding to inquiries from Debtors' counsel related to the solicitation process; and (iii) conferring and coordinating among the Prime Clerk case team regarding the timeline for solicitation of a plan.

**Summary of Expenses Incurred**

10. In rendering the services described herein, Prime Clerk did not incur any actual and necessary expenses during the Interim Fee Period.

**Prime Clerk's Requested Fees and  
Reimbursement of Expenses Should Be Allowed by this Court**

11. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered ... and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 sets forth the criteria for the award of compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded ... the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;

- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (e) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

12. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amounts requested by Prime Clerk are fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the rates charged for such services, (d) the nature and extent of the services rendered, (e) the value of such services and (f) the costs of comparable services other than in a case under this title.

13. In addition, Prime Clerk's hourly rates are set at a level designed to fairly compensate Prime Clerk for the work of its professionals and to cover routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

14. Lastly, Prime Clerk maintains computerized records of the time spent by employees of Prime Clerk in connection with its role as administrative agent to the Debtors. Exhibit A hereto: (i) identifies the employee that rendered services in each task category; (ii) describes each service such employee performed; (iii) sets forth the number of hours in increments of one-tenth of an hour spent by each individual providing services; and (iv) as applicable, lists the amount and type of expenses incurred.

**Allowance of Compensation and Reimbursement of Expenses**

15. Prime Clerk requests that it be allowed, on an interim basis, compensation for professional services rendered and reasonable and necessary expenses incurred during the Interim Fee Period in the aggregate amount of \$981.75 and \$0.00, respectively, for a total aggregate amount of \$981.75. It is possible that some time expended or expenses incurred during the Interim Fee Period are not reflected in this Application. Prime Clerk reserves the right to include such amounts in future fee applications.

**Certification of Compliance and Waiver**

16. The undersigned has reviewed the requirements of Rule 2016-1 of the Local Rules and that the Application substantially complies with that Local Rule. To the extent that the Application does not comply in all respects with the requirements of Local Rule 2016-1, Prime Clerk believes that such deviations are not material and respectfully requests that any such requirements be waived.

**Notice**

17. Pursuant to the Compensation Order, this Application will be served upon the Fee Notice Parties (as defined in the Compensation Order). Prime Clerk submits, in light of the relief requested, no other or further notice is necessary.

**Conclusion**

WHEREFORE, Prime Clerk respectfully requests that the Court enter an order: (i) granting Prime Clerk interim allowance of compensation for professional services rendered in the aggregate amount of \$981.75, which represents 100% of the total compensation for professional services rendered by Prime Clerk during the Interim Fee Period; (ii) granting Prime Clerk reimbursement of \$0.00 for 100% of the actual and necessary costs and expenses incurred by Prime Clerk during the Interim Fee Period; (iii) authorizing and directing the Debtors to pay Prime Clerk \$981.75 (less any amounts previously paid) for professional services rendered and for actual and necessary expenses; and (iv) granting such other and further relief as is just and proper.

Dated: April 15, 2019  
New York, New York

/s/ Shira D. Weiner  
Shira D. Weiner  
General Counsel  
Prime Clerk LLC  
830 Third Avenue, 9<sup>th</sup> Floor  
New York, New York 10022  
Phone: (212) 257-5450  
[sweiner@primeclerk.com](mailto:sweiner@primeclerk.com)

*Administrative Agent to the Debtors*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

|  |   |                         |
|--|---|-------------------------|
| In re:   | ) | Chapter 11              |
| SEARS HOLDINGS CORPORATION, <i>et al.</i> , <sup>1</sup> | ) | Case No. 18-23538 (RDD) |
| Debtors.   | ) | (Jointly Administered)  |

**CERTIFICATION UNDER GUIDELINES FOR FEES AND  
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF  
FIRST INTERIM FEE APPLICATION OF PRIME CLERK LLC,  
ADMINISTRATIVE AGENT TO THE DEBTORS, FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
FROM THE COMMENCEMENT DATE THROUGH FEBRUARY 28, 2019**

I, Shira D. Weiner, hereby certify that:

1. I am the General Counsel of Prime Clerk LLC (“**Prime Clerk**”), administrative agent to Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”).

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<sup>1</sup>The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

2. This certification is made in respect of Prime Clerk's compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, effective as of February 5, 2013 (as adopted by General Order M-447) (the "**Local Guidelines**"), and the U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. §330 effective January 30, 1996 (the "**UST Guidelines**" together with the Local Guidelines, the "**Fee Guidelines**"), in connection with Prime Clerk's interim fee application (the "**Application**") for allowance and approval of compensation for professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred in connection with such services for the period from October 15, 2018 through February 28, 2019 (the "**Interim Fee Period**").

3. In respect of Section B.1 of the Local Guidelines, I certify that:

- (a) I have read the Application;
- (b) to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and expenses sought fall within the Fee Guidelines;
- (c) the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Prime Clerk and generally accepted by Prime Clerk's clients; and
- (d) in seeking the reimbursement of expenses described in the Application, Prime Clerk did not make a profit on those services, whether performed by Prime Clerk in-house or through a third party.

4. In respect of Section B.2 of the Local Guidelines, I certify that Prime Clerk has provided the U.S. Trustee, the Debtors and their attorneys, and counsel to the Official Committee

of Unsecured Creditors (the “**Committee**”) with a statement of Prime Clerk’s fees and expenses accrued during the Interim Fee Period.

5. In respect of Section B.3 of the Local Guidelines, I certify that the Debtors, its attorneys, counsel to the Committee and the U.S. Trustee are each being provided with a copy of the Application.

6. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: April 15, 2019  
New York, New York

/s/ Shira D. Weiner  
Shira D. Weiner  
General Counsel  
Prime Clerk LLC  
830 Third Avenue, 9<sup>th</sup> Floor  
New York, New York 10022  
Phone: (212) 257-5450  
[sweiner@primeclerk.com](mailto:sweiner@primeclerk.com)

*Administrative Agent to the Debtors*

**Exhibit A**

**Fee Detail**



830 Third Avenue, 9th Floor  
New York, NY 10022

primeclerk.com

### Hourly Fees by Employee through October 2018

| <u>Initial</u> | <u>Employee Name</u> | <u>Title</u>                 | <u>Hours</u> | <u>Rate</u> | <u>Total</u>    |
|----------------|----------------------|------------------------------|--------------|-------------|-----------------|
| RJV            | Vyskocil, Ryan J     | SA - Solicitation Consultant | 3.00         | \$215.00    | \$645.00        |
| <b>TOTAL:</b>  |                      |                              | <b>3.00</b>  |             | <b>\$645.00</b> |

### Hourly Fees by Task Code through October 2018

| <u>Task Code</u> | <u>Task Code Description</u> | <u>Hours</u> | <u>Total</u>    |
|------------------|------------------------------|--------------|-----------------|
| SOLI             | Solicitation                 | 3.00         | \$645.00        |
| <b>TOTAL:</b>    |                              | <b>3.00</b>  | <b>\$645.00</b> |

Sears Holdings Corporation

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Invoice #: 8289

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### Time Detail

| <u>Date</u>        | <u>Emp</u> | <u>Title</u> | <u>Description</u>                 | <u>Task</u>  | <u>Hours</u> |
|--------------------|------------|--------------|------------------------------------|--------------|--------------|
| 10/15/18           | RJV        | SA           | Perform public securities research | Solicitation | 3.00         |
| <b>Total Hours</b> |            |              |                                    |              | <b>3.00</b>  |



830 Third Avenue, 9th Floor  
New York, NY 10022

primeclerk.com

### Hourly Fees by Employee through November 2018

| <u>Initial</u> | <u>Employee Name</u> | <u>Title</u>                  | <u>Hours</u> | <u>Rate</u> | <u>Total</u>    |
|----------------|----------------------|-------------------------------|--------------|-------------|-----------------|
| SLL            | Loneragan, Senan L   | SA - Solicitation Consultant  | 0.80         | \$215.00    | \$172.00        |
| JFD            | Daloia, James F      | DS - Director of Solicitation | 0.20         | \$240.00    | \$48.00         |
| <b>TOTAL:</b>  |                      |                               | <b>1.00</b>  |             | <b>\$220.00</b> |

### Hourly Fees by Task Code through November 2018

| <u>Task Code</u> | <u>Task Code Description</u> | <u>Hours</u> | <u>Total</u>    |
|------------------|------------------------------|--------------|-----------------|
| INQR             | Call Center / Credit Inquiry | 0.20         | \$48.00         |
| SOLI             | Solicitation                 | 0.80         | \$172.00        |
| <b>TOTAL:</b>    |                              | <b>1.00</b>  | <b>\$220.00</b> |

Sears Holdings Corporation

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Invoice #: 8464

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**Time Detail**

| <b><u>Date</u></b> | <b><u>Emp</u></b> | <b><u>Title</u></b> | <b><u>Description</u></b>  | <b><u>Task</u></b>              | <b><u>Hours</u></b> |
|--------------------|-------------------|---------------------|--|---------------------------------|---------------------|
| 11/13/18           | SLL               | SA                  | Perform public securities research for purpose of creating internal case securities database | Solicitation                    | 0.80                |
| 11/28/18           | JFD               | DS                  | Review inquiries from bond holders related to eventual solicitation and payment of interest  | Call Center /<br>Credit Inquiry | 0.20                |
| <b>Total Hours</b> |                   |                     |  |                                 | <b>1.00</b>         |



830 Third Avenue, 9th Floor  
New York, NY 10022

primeclerk.com

### Hourly Fees by Employee through February 2019

| <u>Initial</u> | <u>Employee Name</u> | <u>Title</u>                 | <u>Hours</u> | <u>Rate</u> | <u>Total</u>    |
|----------------|----------------------|------------------------------|--------------|-------------|-----------------|
| MMB            | Brown, Mark M        | SA - Solicitation Consultant | 0.50         | \$215.00    | \$107.50        |
| PL             | Labissiere, Pierre   | SA - Solicitation Consultant | 2.00         | \$215.00    | \$430.00        |
| <b>TOTAL:</b>  |                      |                              | <b>2.50</b>  |             | <b>\$537.50</b> |

### Hourly Fees by Task Code through February 2019

| <u>Task Code</u> | <u>Task Code Description</u> | <u>Hours</u> | <u>Total</u>    |
|------------------|------------------------------|--------------|-----------------|
| SOLI             | Solicitation                 | 2.50         | \$537.50        |
| <b>TOTAL:</b>    |                              | <b>2.50</b>  | <b>\$537.50</b> |

Sears Holdings Corporation

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Invoice #: 9022

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**Time Detail**

| <b><u>Date</u></b> | <b><u>Emp</u></b> | <b><u>Title</u></b> | <b><u>Description</u></b>  | <b><u>Task</u></b> | <b><u>Hours</u></b> |
|--------------------|-------------------|---------------------|--|--------------------|---------------------|
| 02/26/19           | PL                | SA                  | Review and respond to inquiry from Phil DiDonato at Weil related to solicitation               | Solicitation       | 0.40                |
| 02/27/19           | PL                | SA                  | Review and respond to inquiry from Phil DiDonato at Weil related to solicitation               | Solicitation       | 0.60                |
| 02/28/19           | MMB               | SA                  | Confer and coordinate with C. Johnson regarding solicitation timeline                          | Solicitation       | 0.50                |
| 02/28/19           | PL                | SA                  | Prepare for and participate in telephone conference with Phil DiDonato at Weil re solicitation | Solicitation       | 1.00                |
| <b>Total Hours</b> |                   |                     |  |                    | <b>2.50</b>         |